

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3293031

The Registrar of Companies for England and Wales hereby certifies that

ANDERSON FARM (BUCKWORTH) LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Cardiff, the 11th December 1996



N032930318

A handwritten signature in cursive script that reads "Robin Woodyatt".

ROBIN WOODYATT

For The Registrar Of Companies



C O M P A N I E S H O U S E



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full

ANDERSON FARM (BUCKWORTH) LIMITED



F012001J

I,

JAMES ADAM KELIHER

of

25-28 SOUTHERNHAY EAST, EXETER, DEVON EX1 1RS

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

James Kelier

Declared at

CROWN HOUSE, SOUTHERNHAY WEST, EXETER

the

10th

day of

DECEMBER

One thousand nine hundred and ninety

Six

• Please print name.

before me •

ANTHONY LEE

Signed

A Lee

Date

10/12/96

A Commissioner for Oaths, or Notary Public or Justice of the Peace or Solicitor

Messrs Stephens & Scown

SOLICITORS

25-28 SOUTHERNHAY EAST

EXETER EX1 1RS

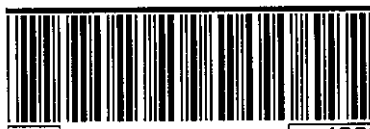
Ref: JAK/ANDE

Tel 01392 210700

DX number 8305

DX exchange EXETER 1

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.



A26 *AECFKRE4* 433
COMPANIES HOUSE 11/12/96

Form revised March 1995

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name in full



F010001H

ANDERSON FARM (BUCKWORTH) LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

BROADWALK HOUSE

SOUTHERNHAY WEST

Post town

EXETER

County / Region

DEVON

Postcode

EX1 1LF

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Messrs Stephens & Scown

25-28 SOUTHERNHAY EAST
EXETER EX1 1RS

Ref: JAK/ANDE

Tel 01392 210700

DX number

8305

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EXETER 1



A26 *AECFNRE7* 436
COMPANIES HOUSE 11/12/96

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Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name		ANDERSON FARM (BUCKWORTH) LIMITED	
NAME	*Style / Title	*Honours etc	
Forename(s)		POLLY	
Surname		JOSEPH	
Previous forename(s)		NONE	
Previous surname(s)		NONE	
Address		12 WORCESTER ROAD	
Usual residential address		WIMBLEDON	
Post town		LONDON	
County / Region		Postcode	SW19 7QG
Country		ENGLAND	
I consent to act as secretary of the company named on page 1			
Consent signature		Date 10 th December 1996	

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc	
Forename(s)		VALERIE	
Surname		ANDERSON	
Previous forename(s)		NONE	
Previous surname(s)		NONE	
Address		9 HEATH COURT	
Usual residential address		SUSSEX ROAD	
Post town		PETERSFIELD	
County / Region		Postcode	GU31 4LF
Country		ENGLAND	
Date of birth	Day 13	Month 05	Year 11
Business occupation		Nationality BRITISH	
Other directorships		RETIRED	
		None	
I consent to act as director of the company named on page 1			
Consent signature		Date 10 th December 1996	

Directors (continued) (see notes 1-5)

NAME	*Style / Title			*Honours etc		
* Voluntary details	Forename(s)					
	Surname					
	Previous forename(s)					
	Previous surname(s)					
Address						
Usual residential address						
For a corporation, give the registered or principal office address.	Post town					
	County / Region		Postcode			
	Country					
	Day	Month	Year			
Date of birth				Nationality		
Business occupation						
Other directorships						
	I consent to act as director of the company named on page 1					
Consent signature				Date		

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e. those who signed as members on the memorandum of association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

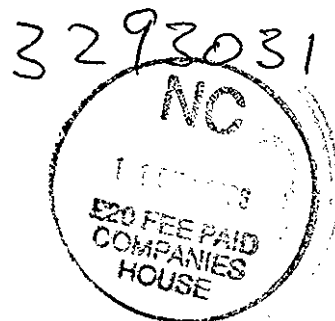
ANDERSON FARM (BUCKWORTH) LIMITED

1. The Company's name is "ANDERSON FARM (BUCKWORTH) LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company.

Without prejudice to the generality of the object and powers of the Company derived from section 3A of the Act, the Company has power to do all and any of the following things:-

- (1) to carry on the business of farming in all its branches and for such purpose to acquire by any means any farm land, buildings, equipment, stock, produce or other property and to cultivate, maintain, develop and improve the same;
- (2) to acquire, manage, maintain, develop and improve any other property whether in connection with those powers in sub-paragraph (1) above or independently;
- (3) to turn to account, lease, underlet, exchange, sell, grant rights and privileges in respect of or otherwise deal with and dispose of all or any part of the property of the Company;
- (4) to employ or otherwise engage any person, company or body to perform any of the powers referred to in the preceding sub-paragraphs on the Company's behalf;
- (5) to pay for any property or rights acquired by the Company and to remunerate any person either in cash or by the allotment of shares, debentures or other securities of the Company credited as fully or partly paid up, or otherwise.
- (6) To lend money or give credit to such persons and on such terms as may seem expedient and otherwise to invest and deal with the monies of the Company.

Lloyds 30-93-14
0684476. £100



- (7) To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking and property (whether present or future), including its uncalled capital, the discharge of any obligation of the Company or any other person, including (without prejudice to the generality of the foregoing) any associated company of the Company.
- (8) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (9) To establish and maintain any non-contributory or contributory pension or superannuation funds for the benefit of, and to give donations, gratuities, pensions and allowances to, present and former directors and employees of the Company or of any other company which is an associated company of the Company or a predecessor in business of the Company or any such associated company, or any other persons in whose welfare the Company or any such other company is or has been interested, and the wives, widows, families and dependants of any such persons; and to make payments for or towards the insurance of any such persons and the provision of pensions and allowances for any of them.
- (10) To establish and subsidise or support any institutions, associations, clubs, funds, trusts or schemes for the benefit of any such persons as are mentioned in the last preceding paragraph, and to subscribe or guarantee money or make payments for any charitable, benevolent, public, general or useful object.
- (11) To purchase and maintain for any present or former officer or auditor of the Company or any associated company of the Company insurance against any such liability as is mentioned in section 310(1) of the Act.
- (12) To give such financial assistance (as defined in section 152 of the Act) as may be lawful, whether directly or indirectly, for any of the purposes mentioned in section 151 of the Act.
- (13) To control, manage or otherwise assist any associated company of the Company, to provide services and facilities of all kinds to any such associated company and to make payments by way of subvention or otherwise to any such associated company or in connection with it or its business or operations.
- (14) To enter into any contracts or other arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any person or company, and to obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licences and concessions and to carry out, exercise and comply with the same.

- (15) To pay out of the funds of the Company all expenses which it may lawfully pay with respect to its formation and registration or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (16) To enter into any partnership or arrangement for sharing profits, co-operation or union of interests with any other company or person, and to establish or promote, or join in the establishment or promotion of, any other company.
- (18) To acquire and undertake the whole or any part of the business, property and liabilities of any other company or person, and to amalgamate with any other company.
- (18) To distribute any of the property of the Company in kind among its members.
- (19) To do all or any of the above things in any part of the United Kingdom, and either as principal, agent, trustee, contractor or otherwise, and either alone or in conjunction with others, and by or through agents, trustees, subcontractors or otherwise.
- (20) To do all such other things as are or may be deemed incidental or conducive to the attainment of the above objects and the exercise of the powers (whether express or implied) of the Company.

And so that -

- (A) in this clause the word "company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere;
 - (B) in this clause the expression "associated company" means, in reference to the Company, any company in which the Company has any direct or indirect interest;
 - (C) in this clause the expression "the Act" means the Companies Act 1985, including any statutory modification or amendment thereof for the time being in force; and
 - (D) the widest interpretation shall be given to each of the provisions of this clause, and none of them shall be restrictively construed or (except where the context expressly so requires) be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.
- 4. The liability of the members is limited.
 - 5. The Company's share capital is £2,000,000 divided into 200,000 shares of £10 each.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my respective name.

NAME AND ADDRESS
OF SUBSCRIBER

Number of ordinary
shares taken by the
subscriber

James Adam Keliher
25-28 Southernhay East
Exeter
Devon EX1 1RS

James Keliher

1

Total shares taken

1
—

DATED 10th December 1996

WITNESS to the above signature - *Cathy Edwards*

MRS C.A. EDWARDS
25-28 SOUTHERNHAY EAST
EXETER
Devon EX1 1RS
Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ANDERSON FARM (BUCKWORTH) LIMITED

PRELIMINARY

1. The following regulations and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ("Table A") constitute the articles of association of the Company.
2. In regulation 1 of Table A the words "and the articles" shall be deemed to be added after the words "these regulations" in each place where they occur.
3. Regulations 40, 41, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

4. The share capital of the Company is £2,000,000 divided into 200,000 ordinary shares of £10 each.
5. The directors are generally and unconditionally authorised for the purpose of section 80 of the Act to allot relevant securities (within the terms of that section) up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital of the Company for the time being. The authority given by this article shall expire at the end of five years beginning on the date on which it was given.
6. Sections 89 and 90 of the Act shall not apply to the Company.

LIEN

7. Without prejudice to the provisions of regulation 8 of Table A, the Company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with another) for all moneys (whether presently payable or not) due to the Company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether the debt in respect of which the moneys are due was incurred before or after notice to the Company of any equitable or other interest of

any person other than the member. The Company's lien on a share shall extend to all dividends or other moneys payable in respect of it. The directors may wholly or partly exempt any share from the provisions of this article on such terms as they think fit.

TRANSFER OF SHARES

8. The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any share (whether or not fully paid) to any person.

GENERAL MEETINGS

9. No business shall be transacted at any general meeting unless a quorum is present. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
10. If a quorum is not present within fifteen minutes after the time appointed for the meeting (or such longer period as the chairman of the meeting may allow) or if during the meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for the meeting, it shall be dissolved.
11. A proxy shall be entitled to vote on a show of hands. Regulations 54 and 59 of Table A shall be deemed to be modified accordingly.
12. The words "(or such shorter period as the directors may allow)" shall be deemed to be inserted after "48 hours" in paragraph (a) of regulation 62 of Table A.

NUMBER OF DIRECTORS

13. The word "one" shall be deemed to be substituted for the word "two" in regulation 64 of Table A. A sole director may exercise all the powers and discretions given to the directors by the articles; and regulations 88 and 89 of Table A shall be deemed to be modified accordingly.

APPOINTMENT AND REMOVAL OF DIRECTORS

14. A person willing to act may be appointed as a director and any director, howsoever appointed, may be removed from office as a director (without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company) either -
 - (1) by an ordinary resolution of the Company; or
 - (2) by a member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue, by an instrument signed by or on behalf of him or them and delivered to the office.

The power of removal of a director from office conferred on the Company by this article is in addition to that conferred by the Act, to the intent that sections 303(2) and 304 of the Act shall not apply to a removal under this article.

DIRECTORS' GRATUITIES AND PENSIONS

15. The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

PROCEEDINGS OF DIRECTORS

16. The directors (including alternate directors), or any of them, may form, or participate in, a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.
17. A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

THE SEAL

18. Regulation 101 of Table A shall apply only if the Company has a common seal. Whether it does or not, a share certificate may be executed under section 36A (4) of the Act instead of being sealed.

NOTICES

19. Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by telex, cable or facsimile transmission.

INDEMNITY

20. Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

NAMES AND ADDRESS OF SUBSCRIBER

James Adam Keliher
25-28 Southernhay East
Exeter
Devon EX1 1RS

James Keliher

DATED 10th December 1996

WITNESS to the above signature -

Cathy Edwards

MRS C.A. EDWARDS
25-28 SOUTHERNHAY EAST
EXETER
Devon EX1 1RS.
Secretary